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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

IN RE:  
WINMAR PIZZA, L.P., *et al.* Case No. 09-33027-BJH-11  
Debtors in Possession (Chapter 11, Jointly Administered)

**NOTICE OF WITHDRAWAL OF ASSETS FROM AUCTION SALE ON  
SEPTEMBER 15, 2009**

TO: PARTIES IN INTEREST OF WINMAR PIZZA, LP. AND RELATED DEBTORS<sup>1</sup>

On September 10, 2009, the Debtors received a numerous of bids for the assets of the Debtors. Many of the bids did not comply with the requirements of the bid process established by Order (I) Authorizing and Scheduling Public Auction for the Sale of Certain of Debtors' Domestic Assets Free and Clear of All Liens Claim, and Encumbrances, (II) Approving Bid Procedures and (III) Setting Procedures for Assumption or Rejection of Executory Contracts and Unexpired Leases and Non-Debtor Parties to State Defaults and Cure Amounts (the "Bid Procedures"). Additionally, the bids for all assets except the assets of Pizza Partners of South Carolina, L.P. ("South Carolina") were not in amounts sufficient for the Debtors or The Frost National Bank to consent to the sale of assets as is required under the bid terms. However, after

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<sup>1</sup> The Debtors include Pizza Foods of Texas, L.P.; Pizza Partners of Cincinnati, L.P.; Pizza Partners of Ohio, Ltd.; Pizza Partners of Maryland, L.P.; Pizza Partners of South Carolina, L.P.; Pizza Partners of West Virginia, Limited Partnership; Pizza Partners of Indiana, L.P.; TEG Pizza Partners of Texas, L.P.; Pizza Partners of Florida, Limited Partnership; and TEG-Pizza Partners Holdings, L.P.



consultation with The Frost National Bank, the Debtors have determined that the bids form the basis for a modified auction procedure that will be presented to the Bankruptcy Court for approval.

Based on the foregoing facts the Debtors hereby withdraw from the motion to sell the assets of all entities except for South Carolina.

At least two bids that conformed to the bid procedures were received for the assets of South Carolina. The Debtors will conduct an auction of the assets of the Debtor located in South Carolina on September 15, 2009. Depending on the results of that auction, the Debtors may proceed to seek approval of the sale of the assets of South Carolina on September 22, 2009.

The Debtors will not seek approval of the sale of any other assets at the September 22, 2009 hearing.

On September 22, 2009, or such later date as a hearing is granted, the Debtor intends to seek modification of the auction procedures to limit the auction of assets to a cash sale by auction the assets located in Texas, Maryland and Virginia. These assets are owned by Pizza Foods of Texas, L.P.; Pizza Partners of Maryland, L.P.; TEG Pizza Partners of Texas, L.P.; and TEG-Pizza Partners Holdings, L.P.

Pizza Partners of Cincinnati, L.P.; Pizza Partners of Ohio, Ltd.; Pizza Partners of West Virginia, Limited Partnership; Pizza Partners of Indiana, L.P.; and Pizza Partners of Florida, Limited Partnership will seek to sell their assets through negotiated sales that will be presented to the Bankruptcy Court by motions for authorization to sell assets pursuant to 11 U.S.C. § 363.



/s/ Richard W. Ward

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